

Exhibit A

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Norfolk Division**

EPLUS, INC.,

Civil Action No. 2:09-CV-232-HCM-TEM

Plaintiff,

v.

PERFECT COMMERCE, INC.,
SCIQUEST, INC., LAWSON
SOFTWARE, INC., and VERIAN
TECHNOLOGIES, INC.,

Defendants.

**AGREED ORDER GRANTING
MOTION FOR WITHDRAWAL AND SUBSTITUTION OF
DEFENDANT LAWSON SOFTWARE, INC.'S COUNSEL**

This matter came before the Court upon the Motion for Withdrawal and Substitution of Counsel filed by Defendant Lawson Software, Inc. ("Lawson Software"), seeking to substitute the appearances of Daniel W. McDonald, Esquire and the law firm of Merchant & Gould P.C., 3200 IDS Center, 80 South 8th Street, Minneapolis, MN 55402-2215 as Lawson Software's counsel of record in this action in place of Daniel J. Johnson, Jr., Esquire, Rita E. Tautkus, Esquire, Robert W. Busby, Esquire, Bradford A. Cangro, Esquire and the law firm of Morgan, Lewis & Bockius LLP, One Market, Spear Street Tower, San Francisco, CA 94105-1596.

IT APPEARING THAT such withdrawal and substitution are proper and for good cause, and therefore, defendant's motion is hereby GRANTED.

IT IS HEREBY ORDERED that Daniel J. Johnson, Jr., Esquire, Rita E. Tautkus, Esquire, Robert W. Busby, Esquire, Bradford A. Cangro, Esquire and the law firm of Morgan, Lewis & Bockius LLP are granted leave to and hereby WITHDRAWN as counsel of record for Lawson

Software, and further that Daniel W. McDonald, Esquire and the law firm of Merchant & Gould P.C., 3200 IDS Center, 80 South 8th Street, Minneapolis, MN 55402-2215 be and hereby are SUBSTITUTED as counsel of record for Lawson Software. All other counsel of record shall remain in place.

Let the Clerk send an attested copy of this Order to counsel of record and to the law firm of Morgan, Lewis & Bockius LLP and to all counsel of record in this matter.

Dated: _____

ENTER: / /

United States District Court Judge

WE ASK FOR THIS:

Stephen E. Noona
(VSB No.25367)
Kaufman & Canoles, P.C.
150 West Main Street, Suite 2100
Norfolk, VA 23510
Telephone:(757) 624-3000
Facsimile: (757) 624-3169
senoona@kaufcan.com

Counsel for Defendant Lawson Software, Inc.

Daniel Johnson, Jr. (admitted *pro hac vice*)
Rita E. Tautkus (admitted *pro hac vice*)
Morgan, Lewis & Bockius LLP
One Market, Spear Street Tower
San Francisco, CA 94105-1596
Telephone: (415) 442-1000
Facsimile: (415) 442-1001
djohnson@morganlewis.com
rtautkus@morganlewis.com

Robert W. Busby, Jr.
(VSB No. 41312)
Bradford A. Cangro (admitted *pro hac vice*)
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., NW
Washington, DC 20004-2541
Telephone: (202) 739-3000
Facsimile: (202) 739-3001
rbusby@morganlewis.com
bcangro@morganlewis.com

Counsel for Defendant Lawson Software, Inc.

Stephen E. Noona
(VSB No.25367)
Kaufman & Canoles, P.C.
150 West Main Street, Suite 2100
Norfolk, VA 23510
Telephone:(757) 624-3000
Facsimile: (757) 624-3169
senoona@kaufcan.com

Counsel for Defendant Perfect Commerce, LLC

Kenneth W. Brothers (admitted *pro hac vice*)
Matthew J. Ricciardi (admitted *pro hac vice*)
Dickstein Shapiro LLP
1835 Eye Street NW
Washington, DC 20006
Telephone: (202) 420-4128
Facsimile: (202) 420-2201
brothersk@dicksteinshapiro.com

Counsel for Defendant Perfect Commerce, LLC

AGREED:

Gregory N. Stillman
Brent Lee VanNorman

Hunton & Williams
500 East Main Street, Suite 1000
Norfolk, VA 23510
Tel.: 757-640-5300
Fax.: 757-625-7720
gstillman@hunton.com
bvannorman@hunton.com

Scott L. Robertson
Jennifer A. Albert
David M. Young (VSB No. 35997)
Robert D. Spendlove (VSB No. 75468)
Goodwin Procter, LLP
901 New York Avenue, N.W.
Washington, DC 20001
Tel.: 202-346-4000
Fax.: 202-346-4444
srobertson@goodwinprocter.com
jalbert@goodwinprocter.com
dyoung@goodwinprocter.com
rspendlove@goodwinprocter.com

Shirley Sperling Paley
James D. Clements
Goodwin Procter, LLP
Exchange Place
53 State Street
Boston, MA 02109-2881
Tel.: 617-570-1000
Fax.: 617-523-1231
spaley@goodwinprocter.com
jclements@goodwinprocter.com

Attorneys for Plaintiff

1522832\1